

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

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RECORDATION NO. 14421-J FILED 147
FEB 7 1997 -9 50 AM

Mary P. Sclawy
Direct line: 313.396.6357

February 3, 1997

Secretary
Surface Transportation Board
Room 2215
12th and Constitution Ave. N.W.
Washington, DC 20423

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Release, dated as of January 2, 1997 and executed by The Bank of New York as agent under a certain Reconstruction and Conditional Sale Agreement dated as of August 15, 1984 (the "RCSA"). The units covered by this release are 20 locomotives.

The RCSA was recorded on September 6, 1984 and assigned recordation number 14421.

The parties to the RCSA are:

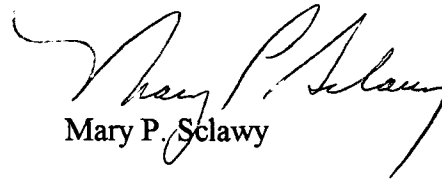
Vendor:	Grand Trunk Western Railroad Company, predecessor in interest to Grand Trunk Western Railroad Incorporated
Vendee	Whirlpool Leasing Services, Inc., predecessor in interest to Whirlpool Financial Corporation.
Agent	Mercantile-Safe Deposit and Trust Company, predecessor in interest to The Bank of New York

The 20 locomotives being released and their reporting marks are as set forth on Schedule A, copy of which is attached hereto.

Enclosed is our check in the amount of \$22.

Please accept one counterpart of this document for filing, stamp the remaining counterpart with your recordation number and return it and the fee receipt to the undersigned.

Sincerely,



Mary P. Sclawy

C: John A. N. Lamont

CA 5661

Schedule A

Rolling Stock Type: Diesel electric locomotives manufactured by the
Electomotive Division of General Motors Corporation.

#	Original Lease *		Changed Lease		Current Lease	
	Mark & Number of all Units		Mark & Number		Mark & Number of all Units	
1	GTW	4432	-	-	GTW	4432
2	GTW	4433	-	-	GTW	4433
3	GTW	4434	-	-	GTW	4434
4	GTW	4438	-	-	GTW	4438
5	GTW	5905	DWP	5905	DWP	5905
6	GTW	5906	DWP	5906	DWP	5906
7	GTW	5908	DWP	5908	DWP	5908
8	GTW	5909	DWP	5909	DWP	5909
9	GTW	5910	DWP	5910	DWP	5910
10	GTW	5911	DWP	5911	DWP	5911
11	GTW	5915	-	-	GTW	5915
12	GTW	5919	-	-	GTW	5919
13	GTW	5925	-	-	GTW	5925
14	GTW	6205	-	-	GTW	6205
15	GTW	6208	-	-	GTW	6208
16	GTW	6209	-	-	GTW	6209
17	GTW	6210	-	-	GTW	6210
18	GTW	6212	-	-	GTW	6212
19	GTW	6250	-	-	GTW	6250
20	GTW	6251	-	-	GTW	6251

* 'Original Lease' means the lease as amended by amendments # 1, 2, 3 & 4.

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RELEASE dated as of January 2, 1997.

WHEREAS, Mercantile-Safe Deposit and Trust Company (predecessor-in-interest to *The Bank of New York*) as agent ("Agent"), Grand Trunk Western Railroad Company (predecessor-in-interest to *Grand Trunk Western Railroad Incorporated*) as builder ("GTW") and Whirlpool Leasing Services, Inc. (predecessor-in-interest to *Whirlpool Financial Corporation*) as vendee ("Whirlpool") entered into a Reconstruction and Conditional Sale Agreement dated as of August 15, 1984, as amended, (the "RCSA"), covering the acquisition, reconstruction and sale of the 20 locomotives described on Schedule A hereto ("Equipment"), whereby, among other things, the Agent retained a security interest in the Equipment until Whirlpool fully satisfied its obligations thereunder;

WHEREAS, Whirlpool as lessor and GTW as lessee entered into a Lease of Railroad Equipment dated as of August 15, 1984, as amended, (the "Lease") covering the Equipment;

WHEREAS, pursuant to an Assignment of Lease and Agreement (the "Assignment") dated as of August 15, 1984 between Whirlpool and the Agent, Whirlpool transferred and assigned to the Agent, as collateral security for the payment and performance of Whirlpool's obligations under the RCSA, all its right, title and interest in the Lease (including, among other things, the right to receive all payments under the Lease from GTW); and

WHEREAS, Whirlpool has fully discharged and satisfied its obligations under the RCSA (including, among other things, the full repayment of the 14-3/8% CSA Indebtedness [as defined in the RCSA] due January 2, 1997).

NOW THEREFORE, the Agent hereby i) releases and discharges, in favor of Whirlpool, all its right, title and interest in the Lease and the Equipment and ii) acknowledges and agrees that the Assignment has terminated.

IN WITNESS WHEREOF, the Agent has caused this Release to be executed, by its officer thereunto duly authorized, as of the day and year first above written.

THE BANK OF NEW YORK,
as Agent

By: 
Name: Byron Merino
Title: Assistant Treasurer

Note: On September 6, 1984 at 3:35 P.M., the RCSA, the Lease and the Assignment were filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. S11303 (now S11301) and assigned recordation numbers 14421, -B & -C, respectively. On September 7, 1984 at 10:30 A.M., the aforementioned documents were also deposited in the Office of the Registrar General of Canada pursuant to Section 86 (which became Section 90) of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

Schedule A

Rolling Stock Type: Diesel electric locomotives manufactured by the
Electomotive Division of General Motors Corporation.

#	Original Lease *		Changed Lease		Current Lease	
	Mark & Number of all Units		Mark & Number		Mark & Number of all Units	
1	GTW	4432	-	-	GTW	4432
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5	GTW	5905	DWP	5905	DWP	5905
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8	GTW	5909	DWP	5909	DWP	5909
9	GTW	5910	DWP	5910	DWP	5910
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15	GTW	6208	-	-	GTW	6208
16	GTW	6209	-	-	GTW	6209
17	GTW	6210	-	-	GTW	6210
18	GTW	6212	-	-	GTW	6212
19	GTW	6250	-	-	GTW	6250
20	GTW	6251	-	-	GTW	6251

* 'Original Lease' means the lease as amended by amendments # 1, 2, 3 & 4.

STATE OF NEW YORK

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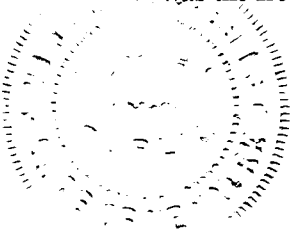
*In the matter of a Release dated as
of 2 January 1997.*

CITY OF NEW YORK

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On this 2nd day of January, 1997, before me personally appeared Byron Merino, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of The Bank of New York, that the foregoing release was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing release was the free act and deed of said corporation.



My commission expires: _____

[Notarial Seal]


Notary Public

WILLIAM J. CASSELES
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16, 1998